

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

For official use

For official use

Name of company

~~HOPE HOUSE CHILDREN'S HOSPICE TRUST RESPIRE HOSPICE~~  
\* **HOPE HOUSE CHILDREN'S RESPIRE HOSPICE**

\* insert full  
name of Company

I, **CHRISTOPHER REGINALD GORDON BRYANT**  
of **116 HIGHFIELD ROAD EDBASTON BIRMINGHAM B15 32U**

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at **26 Highfield Road**  
**Edgbaston Birmingham B15**

Declarant to sign below

the **30th** day of **January**  
One thousand nine hundred and **ninety one**  
before me **Philip Collier**

**Christopher R. G. Bryant**

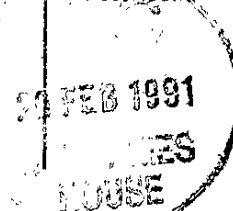
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presenter's name address and  
reference (if any):

For official Use

New Companies Section

Post room



G

COMPANIES FORM No. 30(5)(a)

**Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent**

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

For official use

Company number

[ ] [ ] [ ] [ ]

[ ]

Name of company

**Note**

This declaration should accompany the application for the registration of the company

\* Insert full name of company

\* HOPE HOUSE CHILDREN'S RESPIRE HOSPICE  
HOPE HOUSE CHILDRENS HOSPICE TRUST

I, CHRISTOPHER REGINALD BODDON BRYANT  
of 14 HIGHFIELD ROAD, EDGBASTON BIRMINGHAM B15 3DU

† delete as appropriate

~~a [Solicitor engaged in the formation of the above-named company] person named as director or secretary of the above company in the statement delivered under section 10 of the above Act]~~ I do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 26, Highfield Rd Edgbaston  
Birmingham B15

Declarant to sign below

Christopher R. B. Bryant

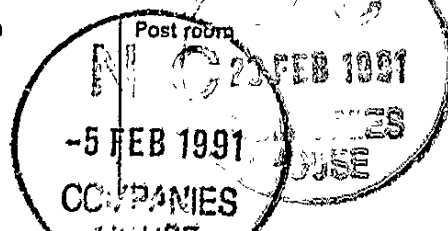
the 30th day of January

One thousand nine hundred and ninety one  
before me Philip Collins

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name address and reference (if any):

For official Use  
New Companies Section





COMPANIES HOUSE

10

Statement of first directors and  
secretary and intended situation  
of registered office

This form should be completed in black.

Company name (in full)

CN

2588103

For official use



~~HOPE HOUSE CHILDREN'S HOSPICE TRUST~~  
HOPE HOUSE CHILDREN'S RESPIRE HOSPICE

Registered office of the company on  
incorporation.

RO

THE MALTINGS

59 LINTHWOOD ROAD, BAYSTON  
HILL

Post town

SHREWSBURY

County/Region

SALOP

Postcode

SY3 0NA

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name

MBC INFORMATION

RA

CLASSIC HOUSE

SERVICES LTD

174-180 OLD STREET

Post town

LONDON

County/Region

Postcode

EC1V 9BP

Number of continuation sheets attached



To whom should Companies House  
direct any enquiries about the  
information shown in this form?

MBC INFORMATION SERVICES LTD

CLASSIC HOUSE 174-180 OLD STREET

LONDON

Postcode

EC1V 9BP

071-250-3350

Extension

**Company Secretary** (See notes 1 - 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

CS

Mr

JOHN LESLIE

OVERTON

AD

199 Station Road Lapworth

Post town

Solihull

County/Region

West Midlands

Postcode

B94 6JL

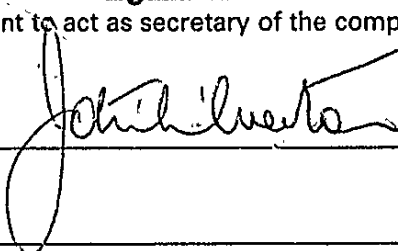
Country

England

I consent to act as secretary of the company named on page 1

Consent signature

Signed



Date

30/1/91

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

CD

Mrs.

CAROLINE

PEACHEY

AD

"BYWAYS", PARKS LANE,

BAYSTON HILL,

Post town

SHREWSBURY

County/Region

SALOP

Postcode

SY8 0JS

Country

England

Date of birth

DO 22 05 57

Nationality

NA U.K. Citizen

Business occupation

OC

DRAMA TEACHER

Other directorships

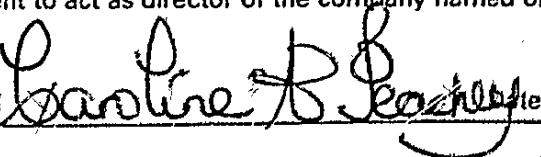
OZ

\* Voluntary details

I consent to act as director of the company named on page 1

Consent signature

Signed



30/1/91

**Directors** (continued)

(See notes 1 - 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CD	Mr.	
	JOHN LESLIE	
	OVERTON	
AD	199 Station Road Loughborough	
	Post town	Solihull
	County/Region	West Midlands
	Postcode	B94 6SE
	Country	England
DO	0501140	X
	Nationality	NA Citizen of U.K.
OC	CHARTERED Accountant	
OD	X BERNARD HOVES OVERTON LIMITED	
	CHILDREN'S HORRICE TRUST LIMITED	
I consent to act as director of the company named on page 1		
Signed	John Leslie Overton	
	Date	30/1/91

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
John Leslie Overton	30/1/91
Signed	Date
Caroline B. Peachey	30/1/91
Signed	Date
Signed	Date
Signed	Date
Signed	Date

CONTINUATION SHEET

Directors (continued)

(See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

Consent signature

CD	Mr.
	PETER
	GILL
AD	20 REABROOK AVENUE
Post town	SHREWSBURY
County/Region	SALOP
Postcode	
Country	England
DO	141257
Nationality	NA V.K. Gijon
OC	X PUBLIC RELATIONS CONSULTANT
OD	X NONE

I consent to act as director of the company named on page 1

Signed

Date

30/1/91

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers

Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

The Companies Act 1985  
Company Limited by Guarantee  
and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

2588103  
ACCEPT UNSTAMPED 650

NC/CN 37497

SIGNED .....

DATE .....

of

HOPE HOUSE CHILDREN'S RESPITE HOSPICE

1. The Company's name is Hope House Children's Respite Hospice

2. The Company's Registered Office will be situate in England & Wales

3. The Company's objects are:-

(1) To promote the relief of illness and suffering in such ways as the Association shall from time to time think fit, and in particular in Shropshire and adjacent counties of England and Wales and in particular (but without prejudice to the generality whether geographical or otherwise of such object):

(A) by establishing, maintaining and conducting residential nursing and convalescent homes for the reception and care of young persons of either sex and whether or not a Member of the Association (without regard to race or creed) who are suffering from any chronic or terminal illness or from any other physical or mental infirmity, disability or disease and for the reception and care of the members and the family of such persons whether adult or otherwise, and so that any such home may be restricted to patients (and the families of patients) of under a certain age limit or of one sex only or (whether or not so restricted as aforesaid) to patients suffering from any particular type or types of illness, disability, disease or infirmity, and by providing medical or other treatment or attention for any such persons and their families as aforesaid in their own homes;

(B) by conducting or promoting or encouraging research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from terminal illness and the care of the families of such persons and by providing for the dissemination of the results of such research;

(C) by promoting or encouraging or assisting in the teaching or training of Doctors, Nurses, Physiotherapists, Administrators, Social Workers, and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services;

(D) by providing or assisting or encouraging the provision of medical help and guidance for any persons resident (either as patients or as families of such persons or otherwise) or associated in any way with any such home or homes as aforesaid;

- (2) For the purpose of furthering the attainment of all or any of the above mentioned charitable objects (hereinafter called "the principal objects of the Association") but not for any other purposes and so far as the objects hereinafter mentioned are conducive or ancillary to the furtherance of the principal objects of the Association (but not further or otherwise):
- (A) to purchase, take on lease, or in exchange, hire or otherwise, acquire any real or personal property and any rights or privileges which may be deemed necessary or convenient for any of the purposes of the Association or for the promotion of its objects provided that in case the Association shall desire to hold more land than the law shall for the time being permit it to hold without the Licence of the Board of Trade, such Licence shall be obtained;
- (B) to construct, repair, renovate, furnish, equip, decorate, alter, maintain and manage any buildings, erections or works necessary for use as such home or homes as aforesaid or for any use in connection with the establishment of any such home or homes (including use as a Church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association;
- (C) to establish and conduct clinics, out patients' departments, surgeries, dispensaries and convalescent homes;
- (D) to acquire, provide, manipulate and deal in such medical, surgical and other supplies, equipment, appliances, apparatus, comforts and other things conducive to the material or spiritual welfare of any persons resident or working in or attending any home, clinic, dispensary or out-patients' department as aforesaid or any persons being treated or attending in their own homes as the Association may think fit and to provide the same whether gratuitously or otherwise;
- (E) to retain, engage and pay such Doctors, Surgeons, Nursing or domestic staff, Lecturers, chaplains, Physiotherapists, Occupational Therapists, Radiologists, Dentists, Chiropodists, Pharmacists, Administrators, Social Workers, Officers, Superintendents, Managers, Advisers, Secretaries, Accountants, Clerks and other persons or bodies whose services are required or deemed expedient for carrying out any of the objects of the Association;
- (F) to make such regulations as to the admission of young persons and their families to any home, clinic or out-patients' department, established by or conducted under the direction of the Association as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Association may think fit, and so that such regulations may provide, either generally or in any particular case or cases, for such admission or residence to be either free of charge or subject to such payment as the Association may in any particular case or cases think fit;
- (G) to provide or arrange and pay for such medical or other attention as the Association may think fit for patients in any such home, clinic, dispensary or out-patients' department as aforesaid or for patients in their own homes and in such case for the families of such patients;
- (H) to establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments;
- (I) to provide or arrange for a building or premises to be used by the Association as a church or chapel available for christian worship;



(J) to take any gift of property, whether subject to any special trust or not, for any one or more objects of the Association;

(K) to take such steps by personal or written appeals, public meetings, raffles, flag days, flower days, galas, carnivals, concerts, dances and other forms of entertainment, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;

(L) to print or publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

(M) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association;

(N) to administer any funds or property for the time being held by the Association;

(O) to borrow or raise money in such manner and upon such terms as the Association shall think fit and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the Association;

(P) to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may from time to time be thought fit, and to hold, sell or otherwise deal with such investments, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(Q) to undertake and execute any trust or any agency business which may lawfully be undertaken by the Association which may seem directly or indirectly conducive to any of the objects of the Association;

(R) to make, draw, endorse, execute and issue, cheques, promissory notes, bills of exchange, debentures and other negotiable or transferable instruments;

(S) to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings and lectures, calculated directly or indirectly to further the objects of the Association or any of them;

(T) to enter into any arrangement with any authority, supreme, municipal, local or otherwise which may seem conducive to the Association's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which it may seem desirable to obtain, and to carry out and comply with any such arrangements, rights, privileges and concessions;

(U) to apply for, promote and obtain or join in applying for, promoting or obtaining any Act or Parliament, Order, Royal charter or Licence of any authority, necessary or desirable for the furtherance of realisation of any of the objects of the Association and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise as may seem necessary or expedient to promote or further the interests and objects of the Association;

(V) to subscribe to any local or other charities and to grant donations for any charitable public purpose, and to grant pensions or gratuities to any employees or ex-employees of the Association, or (but only in cases of need) to the relatives or dependants of such persons, to establish or support any charitable association, institutions, clubs, building and housing schemes, funds and trusts which may be considered to benefit any such person or otherwise advance the interests and objects of the Association;

(W) to establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the objects of the Association;

(X) to amalgamate with any charitable companies, institutions, societies, or associations having objects altogether or in part similar to those of this Association;

(Y) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate;

(Z) to transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate;

(AA) to pay all expenses preliminary or incidental to the incorporation of the Association and its registration;

(BB) to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction with others;

(CC) to do all such other lawful things as may be considered incidental to or conducive to the attainment of the above objects or any of them;

PROVIDED THAT:

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) the objects of the Association shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers.
- (iii) in case the Association shall take on hold any property subject to the jurisdiction of the charity commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval, or consent as may be required by law and as regards any such property the Council or other governing body of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such council or governing body would have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the charity commissioners over such Council or Governing Body, but they shall, as regards any such proper authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association (and no Member of its Council or Governing Body shall be appointed to any office of the Association paid by salary or fees or Association).

Provided that nothing herein contained shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council or Governing Body) for any services rendered to the Association;

(b) of interest on money lent by any member of the Association (or of its Council or Governing Body) at a rate per annum exceeding 3 per cent less than the United Kingdom Clearing Banks base lending rate (as advertised in the Financial Times) or 3 per cent whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Association (or of its Council or Governing Body);

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a Member of the Council or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any Member of its Council or Governing Body of reasonable out-of-pocket expenses.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid into or distributed among the Members of the Association, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst itself or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other charitable object.

**The Companies Act 1985**  
**Company Limited by Guarantee**  
**and Not Having a Share Capital**

**ARTICLES OF ASSOCIATION**

of

**HOPE HOUSE CHILDREN'S RESPITE HOSPICE**

**PRELIMINARY**

1. In these presents if not inconsistent with the subject or context the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof.

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act 1985.
These Presents	These Articles of Association as originally registered or as from time to time altered by Special Resolution.
The Association	The above named Trust.
The Seal	The Common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
The Council	The Members for the time being of the Association hereby constituted.
The Secretary	The Secretary for the time being of the Association and any person appointed by the Council from time to time to perform any of the duties of the Secretary.
Member	Unless otherwise stated and as the context admits or requires a Member of the Association.
The Register	The Register of Members of the Association.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing including references to printing, lithography, photography, xerography, and

other modes of representing or reproducing words and/or figures in a visible form, or partly written and partly so produced.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Reference herein to any provision of the Act shall be construed as a reference to such provision as modified by any statute for the time being in force.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Presents.

2. The number of Members with which the Association proposes to be registered is unlimited.

3. The Association is established for the purposes expressed in the Memorandum of Association.

#### MEMBERSHIP

4. The Members of the Association shall be the subscribers to the Memorandum of Association, the persons who on the date of incorporation of the Association are (if not being subscribers to the Memorandum of Association) the President and Vice Presidents and have signed written consents to become Members and such other persons as shall be admitted to membership in accordance with these Presents.

5. Save as aforesaid every Application for Membership shall be in the following form or in such other form as the Council shall from time to time prescribe.

"To the Council of Hope House Children's Respite Trust

I/We  
of

being desirous of becoming a Member(s) of Hope House Children's Respite Trust hereby apply to be admitted to be a Member(s) thereof subject to the provisions of the Memorandum and Articles of Association of the Association.

DATED this

day of

19

Signature of Applicant or  
(in case of body corporate)  
of Director or other duly  
authorised officer on its  
behalf.

The provisions of Section 352 of the Act shall be observed by the Association.

6. A Member may be an individual or a body corporate.

7. At the next Meeting of the Council after the receipt of any Application for Membership such Application shall be considered by the Council who shall thereupon determine upon the admission or rejection of the Applicant and shall in no case give reason for the rejection of an Applicant, but shall forthwith cause the Secretary to notify the Applicant of the Council's decision, whereupon the Applicant, if approved for admission to membership, shall have his name entered in the Register.

8. Every Member of the Association being an individual shall pay an annual subscription to the funds of the Association of One Pound and every Member of the Association being a body corporate shall pay an annual subscription to the funds of the Association of Five Pounds or subscriptions in either case as the council shall from time to time resolve which subscriptions shall in each case become due on the First day of January in respect of the ensuing year and in the event of election to membership on a date other than a First day of January there shall be payable in respect of membership up to such First day of January such sum as the Council shall in each case think fit.

9. Membership shall cease if:-

(i) the Member shall signify in writing to the Secretary his desire to retire from membership of the Association, or

(ii) at a Meeting of the Council of which the Member shall have had not less than Twenty-one days' notice and at which the Member shall have been given the opportunity of being heard the Council shall pass a Resolution that it is undesirable in the interests of the Association that such Member should remain a Member, or

(iii) the Member having failed to pay his subscription for any year on the due date and the secretary having notified him of that fact he fails to pay such subscription within six months after such due date

but so that in the case of membership ceasing pursuant to paragraph (i) or paragraph (iii) above the Member shall be eligible for readmission, subject to the approval of the Council, upon payment of all arrears due from him while a member and of the amount of the subscriptions which would have been due from him if he had continued to be a Member up to the time of his readmission.

In the event of the Council resolving pursuant to paragraph (ii) above that it is undesirable in the interests of the Association that a Member should remain a Member the Secretary shall forthwith notify the Member of such Resolution and the Member concerned may within fourteen days next after he shall have received notice thereof by notice in writing to the Association appeal from the decision of the council to an Extraordinary General Meeting of the Association which shall thereupon so soon as may be reasonable practical be convened by the Council.

A majority of the Members present and voting at such last mentioned Extraordinary General Meeting, whether in person or by proxy, shall have power to annul their exclusion from membership or to annul it subject to the performance of any condition which the Meeting may think fit to impose.

10. The rights of every Member shall be personal to himself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.

11. A Register shall be kept by the Association containing the name and address of all the Members and together with such other particulars as may be required by the Act.

12. Every Member shall further to the best of his ability the objects, interests and influence of the Association, and shall observe all regulations and bye-laws of the Association lawfully paid pursuant to the powers in that behalf hereinafter contained and shall regularly and punctually pay all subscriptions due by him to the Association pursuant to the provisions of these Presents.

#### GENERAL MEETINGS OF THE ASSOCIATION

13. The Association shall in each year hold a General Meeting at its Annual General Meeting (in addition to any other Meetings in that year) at such time and place in England as may be determined by the Council and shall specify the Meeting as such in the Notices convening it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its First Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

14. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

15. The Council may, whenever they think fit, and shall upon a requisition made in writing by any five or more Members, convene an Extraordinary General Meeting, or, in default, such a Meeting may be convened by such requisitionists as provided by the Act. If at any time there are not within England sufficient Members of the Council to form a quorum, any member of the Council or any four Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in that Meetings may be convened by the Council.

16. Any requisition made by Members shall express the object of the Meeting proposed to be called, and shall be left at the Office.

17. Upon the receipt of such requisition the Council shall forthwith proceed to convene a General Meeting; if they do not proceed to convene the same within twenty-one days of the requisition, the requisitionists may themselves convene the Meeting.

18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the date of the Meeting), specifying the place, the day and the time of the Meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents and under the Act entitled to receive such Notices from the Association; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Meetings other than Annual General Meetings, a Meeting may be convened by such notice as those Members may think fit.

## PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting with the exception of the consideration of the Accounts and Balance Sheet and the Reports of the Council and of the Auditors, the election of Members of the Council and other honorary Officers in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

20. Subject to the provisions of the Act, no Resolution other than a Resolution relative to the transaction of ordinary business shall be submitted to a General Meeting unless notice thereof shall have been given in the Notice calling the meeting.

21. No business shall be transacted at any General Meeting unless a quorum of Members is present when the Meeting proceeds to business. Save as hereinafter otherwise provided seven members personally present shall be a quorum.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.

23. The Chairman of the Council shall preside as Chairman at every General Meeting, but if the Chairman be not present within fifteen minutes after the time appointed for such Meeting the Members present shall choose some other member of the Council, willing to act as Chairman, or if there be no such other Member present, or if all the Members of the Council present decline to take the Chair, they shall choose some Member of the Association who shall be present to be Chairman of that Meeting.

24. The Chairman may, with the consent of any Meeting at which a quorum is present, and shall if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of the original Meeting.

Save as aforesaid, it shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned Meeting.

25. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least three Members present in person or by proxy, or by a Member or members present in person or by proxy and representing one-tenth of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman of the Meeting that a Resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.



26. If a poll be demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of the said poll shall be deemed to be the Resolution of the Association in General Meeting but so that a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

27. The demand for a poll may be withdrawn.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

29. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the subject of the Resolution for which a poll has been demanded.

#### VOTES OF MEMBERS

30. Save as hereinafter provided every Member shall have one vote whether on a show of hands or on a poll, but so that no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association shall be entitled to vote on any question, whether personally or by proxy or as a proxy for another Member, at any General Meeting.

31. Votes may be given either personally or by proxy. On a show of hands an individual Member present only by proxy shall have one vote, but a proxy for a corporate Member may vote. A Corporation may vote by its duly authorised representative appointed as provided by the Act. No person not being an individual Member of the Association entitled to vote under Article 30 shall be appointed a proxy.

32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, under its Common Seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

33. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed, or a certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity, or revocation as aforesaid shall have been received at the Office before the commencement of the Meeting or adjourned meeting at which the proxy is used.

35. An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances admit, or in any other form at which the Council shall approve:

## HOPE HOUSE CHILDREN'S RESPITE HOSPICE

I  
of  
a member of the above named Association, hereby appoint  
of  
and failing him  
of  
to vote for me and on my behalf at the Annual or Extraordinary or Adjourned  
General Meeting as the case may be of the Association to be held on the  
day of and at any and every  
adjournment thereof.

As Witness my hand this day of 19 .

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### PRESIDENT AND VICE-PRESIDENTS

36. The Council may from time to time appoint a President of the Association whether or not he be a member of the Association and any one or more individual Member or Members to be a Vice-President or Vice-Presidents of the Association but so that there shall not be at any one time be more than Thirty such Vice-Presidents.

At the First Annual General Meeting and at the Annual General Meeting to be held in every subsequent year the President and all the Vice-Presidents for the time being shall retire from office but shall be eligible for re-election.

The Association may, at the Meeting at which a Vice-President retires in manner aforesaid, fill up the vacancy by election of a Member thereto and in default the retiring Vice-President shall, if offering himself for re-election, be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacancy or unless a Resolution for the re-election of such Vice-President shall have been put to the Meeting and lost.

No person not being a Vice-President retiring at the Meeting shall, unless recommended by the Council for election, be eligible for re-election as a Vice-President at any General Meeting unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the Meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date that the notice is served or deemed to be served, and the date appointed for the Meeting, there shall be not less than Four nor more than Twenty-eight intervening clear days.

At any such election the provisions of Article 49 shall, mutatis mutandis, apply.

The President shall be entitled to attend and speak at General Meetings of the Association and at Meetings of the council but not as such to vote thereat unless he shall at the holding of such Meeting be a Member of the Association or of the Council as the case may be.

## MANAGEMENT AND CONTROL

37. The Management of the Association shall be vested in the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and have general control of all the business of the Association, and may exercise all such powers of the Association, and do on behalf of the Association all such acts may be exercised and done by the Association, except only such as under the Act or the Memorandum of the Association or these Presents are expressly required to be exercised by the Association in General Meeting. The Association in General Meeting may make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Association but so that no regulations made by the Association in General Meeting shall invalidate any prior act of the council which would have been valid if such regulations had not been made. Provided nevertheless that no regulation shall be inconsistent with, or shall effect or repeal anything contained in the Act or the Memorandum of Association or these Presents and that any regulation may be set aside by a Special Resolution of a General Meeting of the Association.

38. There shall be a Council which shall consist of not less than five nor more than Thirty Members of the Association.

39. The first Members of the Council shall be the subscribers to the Memorandum of Association.

40. No person who is not a Member of the Association shall in any circumstances be eligible to hold office as a Member of the Council.

41. The Council may from time to time and at any time appoint any Member of the Association as a Member of the council either to fill a casual vacancy or by way of addition to the council, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.

42. The Members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the Members of the Council shall at any time be reduced in number to less than the minimum number prescribed by these Presents it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for the other purposes.

## DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

43. The office of a Member of the council shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either;
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

(d) he resigns his office by notice to the company; or

(e) if without leave he be absent, otherwise than on the Affairs of the Association, from Meetings of the Council for eighteen consecutive months, and the Council within twelve months of the last Meeting attended by him resolve that his office be vacated.

44. Section 293 of the Act shall not apply to the Association.

#### ROTATION OF MEMBERS OF THE COUNCIL

45. At the First Annual General Meeting and at the Annual General Meeting to be held in every subsequent year one-third of the council for the time being, or if their number is not a multiple of three then the nearest to one-third, shall return from office.

46. The Members of the council to retire shall be those who have been longest in office since their last election or appointment. As between Members of equal seniority the Members to retire shall in the absence of agreement be selected from among them by lot provided that in the case of the First Members of the council their seniority shall be deemed to be in the order in which they have subscribed to the Memorandum of Association; subject as aforesaid the length of time a Member has been in office shall be computed from his last election or appointment. A retiring Member of the council shall be eligible for re-election.

47. The Association may, at the Meeting at which a Member of the Council retires in manner aforesaid, fill up the vacancy by electing a person thereto, and in default the retiring Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved or not to fill such vacancy or unless a Resolution for the re-election of such member shall have been put to the Meeting and lost.

48. No person not being a Member of the Council retiring at the Meeting shall, unless recommended by the Council for election, be eligible for re-election to the council at any General Meeting, unless within the prescribed time mentioned in Article 36 there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the Meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed, of his willingness to be elected.

49. If at any election the candidates are more in number than the number requiring to be elected or than the vacancies (as the case may be) separate resolutions shall (except as otherwise authorised by Section 183 of the Act) be put to the General Meeting with respect to each election to be made and a single resolution purporting to elect two or more persons shall be void.

50. The Association may from time to time in General Meeting increase or reduce the number of Members of the council and determine in what manner such increase or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

51. In addition and without prejudice to the provisions of Section 303 and 304 of the Act the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by ordinary resolution appoint another Member in his stead; but any person so appointed shall retain office so long as the member in whose place he is appointed would have held the same had he not been removed.

#### PROCEEDINGS OF THE COUNCIL

52. Subject as hereinafter provided the Council shall, not less than once in every calendar year meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit.

53. Unless otherwise determined, every Meeting of the Council shall be held at the Office or at such other place in England as the Chairman for the time being of the Council shall direct.

54. On the request of a Member of the Council the Secretary shall at any time summon a Meeting of the Council by Notice (stating the date, time and place of such Meeting) served upon the several members of the Council, but a Member who is absent from the United Kingdom shall not be entitled to Notice of the Meeting.

55. Not less than fourteen days' in writing of Meetings of the Council shall be given to every Member of the Council except when, in the opinion of the Chairman or, in his absence, the Secretary it is desirable as a matter of urgency to convene a Meeting at shorter notice.

56. The Council shall from time to time elect a Chairman who shall be entitled to preside at all Meetings of the Council at which he shall be present, and may determine, subject to the next following Article, for what period he is to hold office, but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be the Chairman of the Meeting.

57. The quorum necessary for a Meeting of the council shall not be less than five but subject thereto may be fixed by the Council.

58. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

59. A Resolution in writing by all the Members of the Council for the time being shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

60. The Council may (subject to any such restrictions or conditions as are imposed by the Association in General Meeting or by the Memorandum of Association or by these Presents) appoint and in its discretion remove such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special services as it may from time to time think fit and may determine their powers and duties and fix their salaries or emoluments.

61. (a) The Council shall have the power to appoint from the members of the association committees for specified purposes, and may delegate to such committee any of the powers of the Council except those of expelling or suspending members.

(b) (i) The Council shall every year appoint from among its own members and Executive Committee of not less than five members to which it shall delegate powers to deal with all or any of its affairs except those of expelling or suspending members. The members so appointed shall hold office for three years and one-third of them shall retire annually but shall be eligible for re-appointment. After three years service no member shall be eligible for re-appointment for 12 months. Those due to retire shall be those who have been longest in office since their last appointment but as between persons who were appointed on the same day, those to retire shall, unless otherwise agreed among themselves, be determined by lot. The Executive Committee may consist of such other persons as the Council may appoint in addition to council members provided at all times more than one half of the Committee shall consist of council members.

(ii) The quorum necessary for the transaction of business shall not be less than four, of whom at least two shall be Council members.

(iii) On a casual vacancy occurring the council shall appoint a member of the Council to fill it. Any person appointed to fill a casual vacancy shall be subject to retirement at the same time as if he had become a member of the Executive Committee on the day on which the person in whose place he is appointed was last elected or appointed a member of the Executive Committee.

(c) Without prejudice to the foregoing Articles, the council shall have power to appoint standing advisory committees without executive powers, which include persons who are not members of the Association, called by names, composed in the manner and having the duties set forth in the resolution of the Council appointing such standing committees, provided that the number of non-members serving on any such standing committee shall in no case exceed one-third of the total membership.

62. All acts bona fide done by any Meeting of the Council or of any committee of the Council or by any person acting as a Member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if any such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or committee (as the case may be).

63. The Council shall cause proper Minutes to be made in books provided for the purpose of:-

(i) all appointments, removals and retirements of Members of the Council from time to time.

(ii) all appointments, removals and retirements of Officers from time to time.

(iii) all Meetings of the Association and of the Council and of committees of the Council.

(iv) all names of the Members of the Council of committees of the Council present at every Meeting.

Any Minutes of any Meeting of the Association of the Council or of any Committees of the Council if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Every member of the Council present at any Meeting of the Council shall sign his name in a book.

#### REGISTER OF INTERESTS

64. The Council (which for this purpose shall be treated as the Board of Directors of the Association) shall cause to be kept the Register of Directors' Interest in Debentures required by Section 325 of the Companies Act 1985 and shall make therein within the periods required by the said Section the entries thereby required to be made therein and shall render the same available for inspection at the time and subject to the conditions prescribed and shall produce the same at every Annual General Meeting.

#### HONORARY TREASURER

65. The Council from time to time may appoint some person whether or not a Member of the Council or of the Association to be Honorary Treasurer or to fill any vacancy for the time being in that office and the Honorary Treasurer shall undertake such functions in respect of the Association as the council shall from time to time appoint and no remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to him in respect of his fees.

The Honorary Treasurer shall continue in office until the First Annual General Meeting of the Association or (as the case may be) the next Annual General Meeting following his appointment and shall then resign his office but shall be eligible for re-election.

The Association may at the Meeting at which the Honorary Treasurer retires in manner aforesaid, fill up the vacancy by electing a person thereto and in default the retiring Honorary Treasurer shall, if offering himself for re-election, be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacancy or unless a Resolution for the re-election of such Honorary Treasurer shall have been put to the Meeting and lost.

No person not being the retiring Honorary Treasurer shall, unless recommended by the Council for election, be eligible for re-election as Honorary Treasurer at any General Meeting unless within the prescribed time, as defined in Article 37, there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the Meeting at which such notice is given of his intention to be proposed of his willingness to be elected.

#### SECRETARY

66. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as (consistent with the provisions of Clause 4 of the Memorandum of Association) they may think fit, and any Secretary so appointed may be removed by them.

The provisions of the Acts shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

67. The Council shall provide for the safe custody, preservation and use of the Common Seal of the Association and the Seal shall not be affixed to any instrument except in the presence of at least two Members of the Council and of the Secretary or Assistant Secretary or any three Members of the Council, and such persons shall sign every instrument to which the Seal is so affixed in their presence.

## ACCOUNTS

68. The Council shall cause accounting records to be kept in accordance with the Acts.

69. The accounting records shall be kept at the Office or, subject to the Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.

70. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions, the accounts and books of the Association or any of them shall be open to inspection of Members not being Members of the Council and no Member (not being a Member of the Council) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Council or by the Association in General Meeting.

71. At the Annual General Meeting in every year the Council shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding Account (or in the case of the first Account, since the incorporation of the Association) made up to a date not more than six months before such Meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such Accounts, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one days before the date of the Meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive Notice of General Meetings in the manner in which Notices are hereinafter directed to be served. The Auditor's report shall be read before the Association in General Meeting and shall be open to inspection as required by section 14 of the Companies Act 1967.

## AUDIT

72. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditors or Auditors.

73. Auditors shall be appointed and their duties regulated in accordance with the Acts, the Members of the Council being treated as the Directors mentioned therein.

## NOTICES

74. A Notice may be served by the Association upon any Member either personally or by sending it through the post in a pre-paid letter addressed to such Member at his registered address as appearing in the Register.



75. Any Member described in the Register by any address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which Notice may be served upon him shall be entitled to have Notices served upon him at such address but save as aforesaid and as provided by the Statutes only those Members who are described in the Register by an address within the United Kingdom shall be entitled to receive Notices from the Association.

76. Any Notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office as a First Class pre-paid letter. Save as provided in Article 9(ii) the accidental omission to give notice of a meeting to our failure of notice of a meeting to reach a Member shall not invalidate the proceedings or decisions of such meeting.

#### INDEMNITY

77. Every Member of the Council and Officer and Auditor of the Association shall be indemnified out of the funds and assets of the Association against all liabilities incurred by him as such Member, Officer or Auditor in defending any proceeding, whether civil or criminal, in which judgement is given in favour or in which he is acquitted, or in conjunction with any application under section 448 of the Act in which relief is granted to him by the Court.

#### DISSOLUTION

78. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Presents.

Names, Addresses and Descriptions  
of Subscribers

*John Leslie Overton*  
JOHN LESLIE OVERTON  
199 STATION ROAD  
LAPWORTH  
SOLIHULL

*Caroline B. Peachey*  
WEST MIDLANDS B94 6JE  
ACCOUNTANT  
CAROLINE PEACHEY

BYWAYS  
PARRS LANE  
BASTON HILL  
SHREWSBURY  
SALOP SY8 0JS

Dated the 30th January 1991

*Drama Teacher*

WITNESS to the above Signatures:-

*Sally Ann Day*

SALLY ANN DAY  
27 LYALL GONS  
RUBERY  
BIRMINGHAM B45 9YW.

Chief Executive, Children's Hospice  
Trust.

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2588103

I hereby certify that

**HOPE HOUSE CHILDREN'S RESPITE HOSPICE**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 4 MARCH 1991

*F. A. Joseph*

F. A. JOSEPH

an authorised officer

**G**

## COMPANIES FORM No. 224

**Notice of accounting reference date  
(to be delivered within 9 months of  
incorporation)****224**Please do not  
write in  
this marginPursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

2588103

Name of company

\* HOPE HOUSE CHILDREN'S RESPIRE HOME

\* Insert full name  
of companygives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:Important  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 1 2

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(£coiland) as  
appropriate

Signed

*[Signature]*

Designation†

*Director*

Date

Presentor's name address  
telephone number and reference (if any):For official use  
D.E.B.

Post room

COMPANIES HOUSE  
27 JUN 1991  
M

THE COMPANIES ACT 1985 TO 1989

HOPE HOUSE CHILDREN'S RESPITE HQSPICE

COMPANY NUMBER 2588103

At an Extraordinary General Meeting of the above Company duly convened and held on 10th July 1991 at The Maltings, 59 Lythwood Road, Bayston Hill, Shrewsbury, SY3 0NA, at 7.30 pm the undermentioned Special Resolution was duly proposed seconded and passed:-

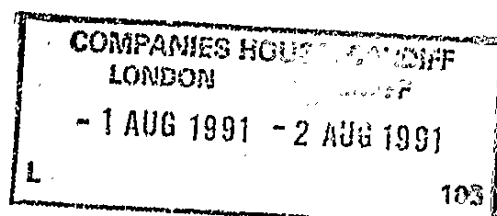
Special Resolution

- a) That the Memorandum of Association of the Company be amended as follows:-
- i) The words "subject to such consents as may be required by law" be inserted at the commencement of Clause 3 (m).
  - ii) The words "Subject to such consents as may be required by law" be inserted at the commencement of Clause 3 (o).
  - iii) The words "negotiable or transferrable" be deleted from Clause 3 (k) and the words "and to operate bank accounts" be inserted at the end of that clause.
  - iv) The words "The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this memorandum of ...." be inserted at the beginning of Clause 4.
- b) That the Articles of Association of the Company be amended by the insertion of the word "reasonable" before "out-of-pocket" in Clause 65 Line 6.

Signed:-

Chairman

Date:- 12.7.91



The Companies Act 1985  
Company Limited by Guarantee  
and Not Having a Share Capital

We certify that this document  
is filed in accordance with  
Section 18 of the Companies Act 1985

Director/Secretary

2588163

MEMORANDUM OF ASSOCIATION

of

HOPE HOUSE CHILDREN'S RESPITE HOSPICE

1. The Company's name is Hope House Children's Respite Hospice
2. The Company's Registered Office will be situate in England & Wales.
3. The Company's objects are:-
  - (1) To promote the relief of illness and suffering in such ways as the Association shall from time to time think fit, and in particular in Shropshire and adjacent counties of England and Wales and in particular (but without prejudice to the generality whether geographical or otherwise of such object):
    - (A) by establishing, maintaining and conducting residential nursing and convalescent homes for the reception and care of young persons of either sex and whether or not a Member of the Association (without regard to race or creed) who are suffering from any chronic or terminal illness or from any other physical or mental infirmity, disability or disease and for the reception and care of the members and the family of such persons whether adult or otherwise, and so that any such home may be restricted to patients (and the families of patients) of under a certain age limit or of one sex only or (whether or not so restricted as aforesaid) to patients suffering from any particular type or types of illness, disability, disease or infirmity, and by providing medical or other treatment or attention for any such persons and their families as aforesaid in their own homes;
    - (B) by conducting or promoting or encouraging research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from terminal illness and the care of the families of such persons and by providing for the dissemination of the results of such research;
    - (C) by promoting or encouraging or assisting in the teaching or training of Doctors, Nurses, Physiotherapists, Administrators, Social Workers, and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services;
    - (D) by providing or assisting or encouraging the provision of spiritual help and guidance for any persons resident (either as patients or as families of such persons or otherwise) or associated in any way with any such home or homes as aforesaid;

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(2) For the purpose of furthering the attainment of all or any of the above mentioned charitable objects (hereinafter called "the principal objects of the Association") but not for any other purposes and so far as the objects hereinafter mentioned are conducive or ancillary to the furtherance of the principal objects of the Association (but not further or otherwise):

(A) to purchase, take on lease, or in exchange, hire or otherwise, acquire any real or personal property and any rights or privileges which may be deemed necessary or convenient for any of the purposes of the Association or for the promotion of its objects provided that in case the Association shall desire to hold more land than the law shall for the time being permit it to hold without the Licence of the Board of Trade, such Licence shall be obtained;

(B) to construct, repair, renovate, furnish, equip, decorate, alter, maintain and manage any buildings, erections or works necessary for use as such home or homes as aforesaid or for any use in connection with the establishment of any such home or homes (including use as a Church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association;

(C) to establish and conduct clinics, out patient departments, surgeries, dispensaries and convalescent homes;

(D) to acquire, provide, manipulate and deal in such medical, surgical and other supplies, equipment, appliances, apparatus, comforts and other things conducive to the material or spiritual welfare of any persons resident or working in or attending any home, clinic, dispensary or out-patients' department as aforesaid or any persons being treated or attending in their own homes as the Association may think fit and to provide the same whether gratuitously or otherwise;

(E) to retain, engage and pay such Doctors, Surgeons, Nursing or domestic staff, Lecturers, chaplains, Physiotherapists, Occupational Therapists, Radiologists, Dentists, Chiropodists, Pharmacists, Administrators, Social Workers, Officers, Superintendents, Managers, Advisers, Secretaries, Accountants, Clerks and other persons or bodies whose services are required or deemed expedient for carrying out any of the objects of the Association;

(F) to make such regulations as to the admission of young persons and their families to any home, clinic or out-patients' department, established by or conducted under the direction of the Association as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Association may think fit, and so that such regulations may provide, either generally or in any particular case or cases, for such admission or residence to be either free of charge or subject to such payment as the Association may in any particular case or cases think fit;

(G) to provide or arrange and pay for such medical or other attention as the Association may think fit for patients in any such home, clinic, dispensary or out-patients' department as aforesaid or for patients in their own homes and in such case for the families of such patients;

(H) to establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments;

(I) to provide or arrange for a building or premises to be used by the Association as a church or chapel available for christian worship;

(J) to take any gift of property, whether subject to any special trust or not, for any one or more objects of the Association;

(K) to take such steps by personal or written appeals, public meetings, raffles, flag days, flower days, galas, carnivals, concerts, dances and other forms of entertainment, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;

(L) to print or publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

(M) subject to such consents as may be required by law to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association;

(N) to administer any funds or property for the time being held by the Association;

(O) subject to such consents as may be required by law to borrow or raise money in such manner and upon such terms as the Association shall think fit and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the Association;

(P) to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may from time to time be thought fit, and to hold, sell or otherwise deal with such investments, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(Q) to undertake and execute any trust or any agency business which may lawfully be undertaken by the Association which may seem directly or indirectly conducive to any of the objects of the Association;

(R) to make, draw, endorse, execute and issue, cheques, promissory notes, bills of exchange, debentures and other instruments and to operate bank accounts;

(S) to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings and lectures, calculated directly or indirectly to further the objects of the Association or any of them;

(T) to enter into any arrangement with any authority, supreme, municipal, local or otherwise which may seem conducive to the Association's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which it may seem desirable to obtain, and to carry out and comply with any such arrangements, rights, privileges and concessions;

(U) to apply for, promote and obtain or join in applying for, promoting or obtaining any Act or Parliament, Order, Royal charter or Licence of any authority, necessary or desirable for the furtherance of realisation of any of the objects of the Association and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise as may seem necessary or expedient to promote or further the interests and objects of the Association;



(V) to subscribe to any local or other charities and to grant donations for any charitable public purpose, and to grant pensions or gratuities to any employees or ex-employees of the Association, or (but only in cases of need) to the relatives or dependants of such persons, to establish or support any charitable association, institutions, clubs, building and housing schemes, funds and trusts which may be considered to benefit any such person or otherwise advance the interests and objects of the Association;

(W) to establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the objects of the Association;

(X) to amalgamate with any charitable companies, institutions, societies, or associations having objects altogether or in part similar to those of this Association;

(Y) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate;

(Z) to transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate;

(AA) to pay all expenses preliminary or incidental to the incorporation of the Association and its registration;

(BB) to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction with others;

(CC) to do all such other lawful things as may be considered incidental to or conducive to the attainment of the above objects or any of them;

PROVIDED THAT:

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) the objects of the Association shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers.
- (iii) in case the Association shall take on hold any property subject to the jurisdiction of the charity commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval, or consent as may be required by law and as regards any such property the Council or other governing body of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such council or governing body would have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the charity commissioners over such Council or Governing Body, but they shall, as regards any such proper authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association (and no Member of its Council or Governing Body shall be appointed to any office of the Association paid by salary or fees of Association).

Provided that nothing herein contained shall prevent any payment in good faith by the Association.

(a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council or Governing Body) for any services rendered to the Association;

(b) of interest on money lent by any member of the Association (or of its Council or Governing Body) at a rate per annum exceeding 5 per cent less than the United Kingdom Clearing Banks base lending rate (as advertised in the Financial Times) or 3 per cent whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Association (or of its Council or Governing Body);

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a Member of the Council or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any Member of its Council or Governing Body of reasonable out-of-pocket expenses.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid into or distributed among the Members of the Association, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst itself or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other charitable object.

WE, the Subscribers to this Memorandum of Association, wish to be formed into  
a Company pursuant to this Memorandum

Names, Addresses and Descriptions  
of Subscribers

JOHN LESLIE OVERTON  
199 Station Road  
Lapworth  
Solihull  
West Midlands

Accountant

CAROLINE PEACHEY  
Byways  
Bayston Hill  
Shrewsbury  
Salop  
SY3 0JS

Drama Teacher

Dated the 30th day of January 1991

WITNESS to the above Signatures:-

SALLY ANN DAY  
27 Lyall Gardens  
Birmingham  
B45 9YW

Chief Executive  
Children's Hospice Trust

**The Companies Act 1985**  
**Company Limited by Guarantee**  
**and Not Having a Share Capital**

**ARTICLES OF ASSOCIATION**

of

HOPE HOUSE CHILDREN'S RESPITE HOSPICE

PRELIMINARY

1. In these presents if not inconsistent with the subject or context the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act 1985.
These Presents	These Articles of Association as originally registered or as from time to time altered by Special Resolution.
The Association	The above named Trust.
The Seal	The Common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
The Council	The Members for the time being of the Association hereby constituted.
The Secretary	The Secretary for the time being of the Association and any person appointed by the Council from time to time to perform any of the duties of the Secretary.
Member	Unless otherwise stated and as the context admits or requires a Member of the Association.
The Register	The Register of Members of the Association.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substance for writing including references to printing, lithography, photography, xerography, and

other modes of representing or reproducing words and/or figures in a visible form, or partly written and partly so produced.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Reference herein to any provision of the Act shall be construed as a reference to such provision as modified by any statute for the time being in force.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Presents.

2. The number of Members with which the Association proposes to be registered is unlimited.

3. The Association is established for the purposes expressed in the Memorandum of Association.

#### MEMBERSHIP

4. The Members of the Association shall be the subscribers to the Memorandum of Association, the persons who on the date of incorporation of the Association are (if not being subscribers to the Memorandum of Association) the President and Vice Presidents and have signed written consents to become Members and such other persons as shall be admitted to membership in accordance with these Presents.

5. Save as aforesaid every Application for Membership shall be in the following form or in such other form as the Council shall from time to time prescribe.

"To the Council of Hope House Children's Respite Trust

I/We  
of

being desirous of becoming a Member(s) of Hope House Children's Respite Trust hereby apply to be admitted to be a Member(s) thereof subject to the provisions of the Memorandum and Articles of Association of the Association.

DATED this                      day of                      19 .

Signature of Applicant or  
(in case of body corporate)  
of Director or other duly  
authorised officer on its  
behalf.

The provisions of Section 352 of the Act shall be observed by the Association.

6. A Member may be an individual or a body corporate.

7. At the next Meeting of the Council after the receipt of any Application for Membership such Application shall be considered by the Council who shall thereupon determine upon the admission or rejection of the Applicant and shall in no case give reason for the rejection of an Applicant, but shall forthwith cause the Secretary to notify the Applicant of the Council's decision, whereupon the Applicant, if approved for admission to membership, shall have his name entered in the Register.

8. Every Member of the Association being an individual shall pay an annual subscription to the funds of the Association of One Pound and every Member of the Association being a body corporate shall pay an annual subscription to the funds of the Association of Five Pounds or subscriptions in either case as the council shall from time to time resolve which subscriptions shall in each case become due on the First day of January in respect of the ensuing year and in the event of election to membership on a date other than a First day of January there shall be payable in respect of membership up to such First day of January such sum as the Council shall in each case think fit.

9. Membership shall cease if:-

(i) the Member shall signify in writing to the Secretary his desire to retire from membership of the Association, or

(ii) at a Meeting of the Council of which the Member shall have had not less than Twenty-one days' notice and at which the Member shall have been given the opportunity of being heard the Council shall pass a Resolution that it is undesirable in the interests of the Association that such Member should remain a Member, or

(iii) the Member having failed to pay his subscription for any year on the due date and the secretary having notified him of that fact he fails to pay such subscription within six months after such due date

but so that in the case of membership ceasing pursuant to paragraph (i) or paragraph (iii) above the Member shall be eligible for readmission, subject to the approval of the Council, upon payment of all arrears due from him while a member and of the amount of the subscriptions which would have been due from him if he had continued to be a Member up to the time of his readmission.

In the event of the Council resolving pursuant to paragraph (ii) above that it is undesirable in the interests of the Association that a Member should remain a Member the Secretary shall forthwith notify the Member of such Resolution and the Member concerned may within fourteen days next after he shall have received notice thereof by notice in writing to the Association appeal from the decision of the council to an Extraordinary General Meeting of the Association which shall thereupon so soon as may be reasonable practical be convened by the Council.

A majority of the Members present and voting at such last mentioned Extraordinary General Meeting, whether in person or by proxy, shall have power to annul their exclusion from membership or to annul it subject to the performance of any condition which the Meeting may think fit to impose.

10. The rights of every Member shall be personal to himself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.

11. A Register shall be kept by the Association containing the name and address of all the Members and together with such other particulars as may be required by the Act.

12. Every Member shall further to the best of his ability the objects, interests and influence of the Association, and shall observe all regulations and bye-laws of the Association lawfully paid pursuant to the powers in that behalf hereinafter contained and shall regularly and punctually pay all subscriptions due by him to the Association pursuant to the provisions of these Presents.

#### GENERAL MEETINGS OF THE ASSOCIATION

13. The Association shall in each year hold a General Meeting at its Annual General Meeting (in addition to any other Meetings in that year) at such time and place in England as may be determined by the Council and shall specify the Meeting as such in the Notices convening it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its First Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

14. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

15. The Council may, whenever they think fit, and shall upon a requisition made in writing by any five or more Members, convene an Extraordinary General Meeting, or, in default, such a Meeting may be convened by such requisitionists as provided by the Act. If at any time there are not within England sufficient Members of the Council to form a quorum, any member of the Council or any four Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in that Meetings may be convened by the Council.

16. Any requisition made by Members shall express the object of the Meeting proposed to be called, and shall be left at the Office.

17. Upon the receipt of such requisition the Council shall forthwith proceed to convene a General Meeting; if they do not proceed to convene the same within twenty-one days of the requisition, the requisitionists may themselves convene the Meeting.

18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the date of the Meeting), specifying the place, the day and the time of the Meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents and under the Act entitled to receive such Notices from the Association; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Meetings other than Annual General Meetings, a Meeting may be convened by such notice as those Members may think fit.



## PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting with the exception of the consideration of the Accounts and Balance Sheet and the Reports of the Council and of the Auditors, the election of Members of the Council and other honorary Officers in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

20. Subject to the provisions of the Act, no Resolution other than a Resolution relative to the transaction of ordinary business shall be submitted to a General Meeting unless notice thereof shall have been given in the Notice calling the meeting.

21. No business shall be transacted at any General Meeting unless a quorum of Members is present when the Meeting proceeds to business. Save as hereinafter otherwise provided seven members personally present shall be a quorum.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.

23. The Chairman of the Council shall preside as Chairman at every General Meeting, but if the Chairman be not present within fifteen minutes after the time appointed for such Meeting the Members present shall choose some other member of the Council, willing to act as Chairman, or if there be no such other Member present, or if all the Members of the Council present decline to take the Chair, they shall choose some Member of the Association who shall be present to be Chairman of that Meeting.

24. The Chairman may, with the consent of any Meeting at which a quorum is present, and shall if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of the original Meeting.

Save as aforesaid, it shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned Meeting.

25. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least three Members present in person or by proxy, or by a Member or members present in person or by proxy and representing one-tenth of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman of the Meeting that a Resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.



26. If a poll be demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of the said poll shall be deemed to be the Resolution of the Association in General Meeting but so that a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

27. The demand for a poll may be withdrawn.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

29. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the subject of the Resolution for which a poll has been demanded.

#### VOTES OF MEMBERS

30. Save as hereinafter provided every Member shall have one vote whether on a show of hands or on a poll, but so that no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association shall be entitled to vote on any question, whether personally or by proxy or as a proxy for another Member, at any General Meeting.

31. Votes may be given either personally or by proxy. On a show of hands an individual Member present only by proxy shall have one vote, but a proxy for a corporate Member may vote. A Corporation may vote by its duly authorised representative appointed as provided by the Act. No person not being an individual Member of the Association entitled to vote under Article 30 shall be appointed a proxy.

32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, under its Common Seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

33. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed, or a certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the Meeting or adjourned meeting at which the proxy is used.

35. An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances admit, or in any other form at which the Council shall approve:

## HOPE HOUSE CHILDREN'S RESPITE HOSPICE

I  
of  
a member of the above named Association, hereby appoint  
of  
and failing him  
of  
to vote for me and on my behalf at the Annual or Extraordinary or Adjourned  
General Meeting as the case may be of the Association to be held on the  
day of and at any and every  
adjournment thereof.

As Witness my hand this day of 19 .

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### PRESIDENT AND VICE-PRESIDENTS

36. The Council may from time to time appoint a President of the Association whether or not he be a member of the Association and any one or more individual Member or Members to be a Vice-President or Vice-Presidents of the Association but so that there shall not be at any one time be more than Thirty such Vice-Presidents.

At the First Annual General Meeting and at the Annual General Meeting to be held in every subsequent year the President and all the Vice-Presidents for the time being shall retire from office but shall be eligible for re-election.

The Association may, at the Meeting at which a Vice-President retires in manner aforesaid, fill up the vacancy by election of a Member thereto and in default the retiring Vice-President shall, if offering himself for re-election, be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacancy or unless a Resolution for the re-election of such Vice-President shall have been put to the Meeting and lost.

No person not being a Vice-President retiring at the Meeting shall, unless recommended by the Council for election, be eligible for re-election as a Vice-President at any General Meeting unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the Meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date that the notice is served or deemed to be served, and the date appointed for the Meeting, there shall be not less than Four nor more than Twenty-eight intervening clear days.

At any such election the provisions of Article 49 shall, mutatis mutandis, apply.

The President shall be entitled to attend and speak at General Meetings of the Association and at Meetings of the council but not as such to vote thereat unless he shall at the holding of such Meeting be a Member of the Association or of the Council as the case may be.

## MANAGEMENT AND CONTROL

37. The Management of the Association shall be vested in the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and have general control of all the business of the Association, and may exercise all such powers of the Association, and do on behalf of the Association all such acts may be exercised and done by the Association, except only such as under the Act or the Memorandum of the Association or these Presents are expressly required to be exercised by the Association in General Meeting. The Association in General Meeting may make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Association but so that no regulations made by the Association in General Meeting shall invalidate any prior act of the council which would have been valid if such regulations had not been made. Provided nevertheless that no regulation shall be inconsistent with, or shall effect or repeal anything contained in the Act or the Memorandum of Association or these Presents and that any regulation may be set aside by a Special Resolution of a General Meeting of the Association.

38. There shall be a Council which shall consist of not less than five nor more than Thirty Members of the Association.

39. The first Members of the Council shall be the subscribers to the Memorandum of Association.

40. No person who is not a Member of the Association shall in any circumstances be eligible to hold office as a Member of the Council.

41. The Council may from time to time and at any time appoint any Member of the Association as a Member of the council either to fill a casual vacancy or by way of addition to the council, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.

42. The Members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the Members of the Council shall at any time be reduced in number to less than the minimum number prescribed by these Presents it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for the other purposes.

## DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

43. The office of a Member of the council shall be vacated if:-

(a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and either;

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

(d) he resigns his office by notice to the company; or

(e) if without leave he be absent, otherwise than on the affairs of the Association, from Meetings of the Council for eighteen consecutive months, and the Council within twelve months of the last Meeting attended by him resolve that his office be vacated.

44. Section 293 of the Act shall not apply to the Association.

#### ROTATION OF MEMBERS OF THE COUNCIL

45. At the First Annual General Meeting and at the Annual General Meeting to be held in every subsequent year one-third of the council for the time being, or if their number is not a multiple of three then the nearest to one-third, shall return from office.

46. The Members of the council to retire shall be those who have been longest in office since their last election or appointment. As between Members of equal seniority the Members to retire shall in the absence of agreement be selected from among them by lot provided that in the case of the First Members of the council their seniority shall be deemed to be in the order in which they have subscribed to the Memorandum of Association; subject as aforesaid the length of time a Member has been in office shall be computed from his last election or appointment. A retiring Member of the council shall be eligible for re-election.

47. The Association may, at the Meeting at which a Member of the Council retires in manner aforesaid, fill up the vacancy by electing a person thereto, and in default the retiring Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved or not to fill such vacancy or unless a Resolution for the re-election of such member shall have been put to the Meeting and lost.

48. No person not being a Member of the Council retiring at the Meeting shall, unless recommended by the Council for election, be eligible for re-election to the council at any General Meeting, unless within the prescribed time mentioned in Article 36 there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the Meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed, of his willingness to be elected.

49. If at any election the candidates are more in number than the number requiring to be elected or than the vacancies (as the case may be) separate resolutions shall (except as otherwise authorised by Section 183 of the Act) be put to the General Meeting with respect to each election to be made and a single resolution purporting to elect two or more persons shall be void.

50. The Association may from time to time in General Meeting increase or reduce the number of Members of the council and determine in what rotation such increase or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

51. In addition and without prejudice to the provisions of Section 303 and 304 of the Act the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by ordinary resolution appoint another Member in his stead; but any person so appointed shall retain office so long as the member in whose place he is appointed would have held the same had he not been removed.

#### PROCEEDINGS OF THE COUNCIL

52. Subject as hereinafter provided the Council shall, not less than once in every calendar year meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit.

53. Unless otherwise determined, every Meeting of the Council shall be held at the Office or at such other place in England as the Chairman for the time being of the Council shall direct.

54. On the request of a Member of the Council the Secretary shall at any time summon a Meeting of the Council by Notice (stating the date, time and place of such Meeting) served upon the several members of the Council, but a Member who is absent from the United Kingdom shall not be entitled to Notice of the Meeting.

55. Not less than fourteen days' in writing of Meetings of the Council shall be given to every Member of the Council except when, in the opinion of the Chairman or, in his absence, the Secretary it is desirable as a matter of urgency to convene a Meeting at shorter notice.

56. The Council shall from time to time elect a Chairman who shall be entitled to preside at all Meetings of the Council at which he shall be present, and may determine, subject to the next following Article, for what period he is to hold office, but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be the Chairman of the Meeting.

57. The quorum necessary for a Meeting of the council shall not be less than five but subject thereto may be fixed by the Council.

58. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

59. A Resolution in writing by all the Members of the Council for the time being shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

60. The Council may (subject to any such restrictions or conditions as are imposed by the Association in General Meeting or by the Memorandum of Association or by these Presents) appoint and in its discretion remove such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special services as it may from time to time think fit and may determine their powers and duties and fix their salaries or emoluments.

61. (a) The Council shall have the power to appoint from the members of the association committees for specified purposes, and may delegate to such committee any of the powers of the Council except those of expelling or suspending members.

(b) (i) The Council shall every year appoint from among its own members and Executive Committee of not less than five members to which it shall delegate powers to deal with all or any of the affairs except those of expelling or suspending members. The members so appointed shall hold office for three years and one-third of them shall retire annually but shall be eligible for re-appointment. After three years service no member shall be eligible for re-appointment for 12 months. Those due to retire shall be those who have been longest in office since their last appointment but as between persons who were appointed on the same day, those to retire shall, unless otherwise agreed among themselves, be determined by lot. The Executive Committee may consist of such other persons as the Council may appoint in addition to council members provided at all times more than one half of the Committee shall consist of council members.

(ii) The quorum necessary for the transaction of business shall not be less than four, of whom at least two shall be Council members.

(iii) On a casual vacancy occurring the council shall appoint a member of the Council to fill it. Any person appointed to fill a casual vacancy shall be subject to retirement at the same time as if he had become a member of the Executive Committee on the day on which the person in whose place he is appointed was last elected or appointed a member of the Executive Committee.

(c) Without prejudice to the foregoing Articles, the council shall have power to appoint standing advisory committees without executive powers, which include persons who are not members of the Association, called by names, composed in the manner and having the duties set forth in the resolution of the Council appointing such standing committees, provided that the number of non-members serving on any such standing committee shall in no case exceed one-third of the total membership.

62. All acts bona fide done by any Meeting of the Council or of any committee of the Council or by any person acting as a Member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if any such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or committee (as the case may be).

63. The Council shall cause proper Minutes to be made in books provided for the purpose of:-

(i) all appointments, removals and retirements of Members of the Council from time to time.

(ii) all appointments, removals and retirements of Officers from time to time.

(iii) all Meetings of the Association and of the Council and of committees of the Council.

(iv) all names of the Members of the Council of committees of the Council present at every Meeting.



Any Minutes of any Meeting of the Association of the Council or of any Committees of the Council if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Every member of the Council present at any Meeting of the Council shall sign his name in a book.

#### REGISTER OF INTERESTS

64. The Council (which for this purpose shall be treated as the Board of Directors of the Association) shall cause to be kept the Register of Directors' Interest in Debentures required by Section 325 of the Companies Act 1985 and shall make therein within the periods required by the said Section the entries thereby required to be made therein and shall render the same available for inspection at the time and subject to the conditions prescribed and shall produce the same at every Annual General Meeting.

#### HONORARY TREASURER

65. The Council from time to time may appoint some person whether or not a Member of the Council or of the Association to be Honorary Treasurer or to fill any vacancy for the time being in that office and the Honorary Treasurer shall undertake such functions in respect of the Association as the council shall from time to time appoint and no remuneration (except by way of repayment of reasonable out-of-pocket expenses, if any) shall be paid to him in respect of his fees.

The Honorary Treasurer shall continue in office until the First Annual General Meeting of the Association or (as the case may be) the next Annual General Meeting following his appointment and shall then resign his office but shall be eligible for re-election.

The Association may at the Meeting at which the Honorary Treasurer retires in manner aforesaid, fill up the vacancy by electing a person thereto and in default the retiring Honorary Treasurer shall, if offering himself for re-election, be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacancy or unless a Resolution for the re-election of such Honorary Treasurer shall have been put to the Meeting and lost.

No person not being the retiring Honorary Treasurer shall, unless recommended by the Council for election, be eligible for re-election as Honorary Treasurer at any General Meeting unless within the prescribed time, as defined in Article 37, there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the Meeting at which such notice is given of his intention to be proposed of his willingness to be elected.

#### SECRETARY

66. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as (consistent with the provisions of Clause 4 of the Memorandum of Association) they may think fit, and any Secretary so appointed may be removed by them.

The provisions of the Acts shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary; any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### THE SEAL

67. The Council shall provide for the safe custody, preservation and use of the Common Seal of the Association and the Seal shall not be affixed to any instrument except in the presence of at least two Members of the Council and of the Secretary or Assistant Secretary or any three Members of the Council, and such persons shall sign every instrument to which the Seal is so affixed in their presence.

### ACCOUNTS

68. The Council shall cause accounting records to be kept in accordance with the Acts.

69. The accounting records shall be kept at the Office or, subject to the Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.

70. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions, the accounts and books of the Association or any of them shall be open to inspection of Members not being Members of the Council and no Member (not being a Member of the Council) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Council or by the Association in General Meeting.

71. At the Annual General Meeting in every year the Council shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding Account (or in the case of the first Account, since the incorporation of the Association) made up to a date not more than six months before such Meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such Accounts, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one days before the date of the Meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive Notice of General Meetings in the manner in which Notices are hereinafter directed to be served. The Auditor's report shall be read before the Association in General Meeting and shall be open to inspection as required by section 14 of the Companies Act 1967.

### AUDIT

72. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

73. Auditors shall be appointed and their duties regulated in accordance with the Acts, the Members of the Council being treated as the Directors mentioned therein.

### NOTICES

74. A Notice may be served by the Association upon any Member either personally or by sending it through the post in a pre-paid letter addressed to such Member at his registered address as appearing in the Register.



75. Any Member described in the Register by any address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which Notice may be served upon him shall be entitled to have Notices served upon him at such address but save as aforesaid and as provided by the Statutes only those Members who are described in the Register by an address within the United Kingdom shall be entitled to receive Notices from the Association.

76. Any Notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office as a First Class pre-paid letter. Save as provided in Article 9(ii) the accidental omission to give notice of a meeting to our failure of notice of a meeting to reach a Member shall not invalidate the proceedings or decisions of such meeting.

#### INDEMNITY

77. Every Member of the Council and Officer and Auditor of the Association shall be indemnified out of the funds and assets of the Association against all liabilities incurred by him as such Member, Officer or Auditor in defending any proceeding, whether civil or criminal, in which judgement is given in favour or in which he is acquitted, or in conjunction with any application under section 448 of the Act in which relief is granted to him by the Court.

#### DISSOLUTION

78. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Presents.

Names, Addresses and Descriptions . .  
of Subscribers

JOHN LESLIE OVERTON  
199 Station Road  
Lapworth  
Solihull  
West Midlands

Accountant

CAROLINE PEACHEY  
Byways  
Bayston Hill  
Shrewsbury  
Salop  
SY3 0JS

Drama Teacher

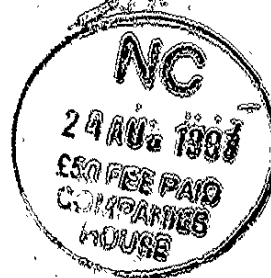
Dated the 30th day of January 1991

WITNESS to the above Signatures:-

SALLY ANN DAY  
27 Lyall Gardens  
Birmingham  
B45 9YW

Chief Executive  
Children's Hospice Trust

SPECIAL RESOLUTION ON CHANGE OF NAME  
COMPANIES ACTS



COMPANY NUMBER 2588103

COMPANY NAME HOPE HOUSE CHILDREN'S RESPITE HOSPICE

At an ~~Extraordinary General~~ \* / Annual General \* / General \* Meeting of the members of the above named company, duly convened and held at:

THE WYNN STAY HOTEL, OSWESTRY

on the EIGHTH day of JULY 19 93

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME HOPE HOUSE - THE BRADBURY CHILDREN'S  
RESPITE HOSPICE

Signature: Michael H. [Signature] Chairman  
Chairman, Director, Secretary or Officer of the Company

Notes:

\* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

HOPE HOUSE CHILDRENS  
RESPITE HOSPICE

27A CHURCH STREET,  
OSWESTRY,

SHROPSHIRE,

SY11 2SU.



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2588103

I hereby certify that

HOPE HOUSE CHILDREN'S RESPITE HOSPICE

having by special resolution changed its name,

is now incorporated under the name of

HOPE HOUSE - THE BRADBURY CHILDREN'S  
RESPITE HOSPICE

Given under my hand at the Companies Registration Office,

Cardiff the 31 AUGUST 1993

  
M. LEWIS

an authorised officer